

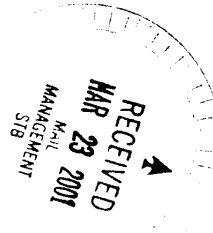
RECORDATION NO. 23444 FILED

APR 03 '01 19-42 AM

SURFACE TRANSPORTATION BOARD

March 16, 2001

Surface Transportation Board
Recording Department
1925 K. Street NW, Suite 700
Washington, D.C. 20423



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone (763) 420-8000
Fax (763) 420-8003
<http://www.capital.bombardier.com>

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of August 31, 2000, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:


Lessor: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 763-416-7207

Lessee: Altrenative Distribution Systems, Inc.
935 West 175th Street
Homewood, IL 60430
Phone: 708-799-4990

The enclosed Memorandum of Railcar Lease Agreement covers the twenty-five (25) 52' 6" Mill Gondola Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and Alternative Distribution Systems, Inc., as Lessee, covering twenty-five (25) 52' 6" Mill Gondola Railcars. The Railcars are marked with the TR reporting mark and are numbered TR601250 through TR601274, inclusive."

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 763-416-7207.

Very truly yours,


Gail M. Blagsvedt
Contract Administrator
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 31, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Alternative Distribution Systems Inc.**, a Delaware Corporation ("Lessee"), with reference to the following:

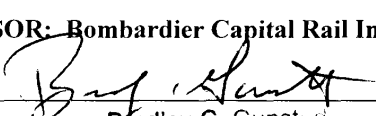
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351903 dated August 31, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the twenty-five (25) railcars bearing the reporting marks and numbers TR 601250 through TR 601274, inclusive, all as more particularly described in the Lease.

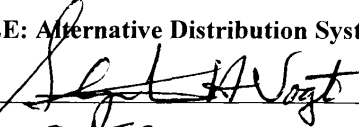
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc. **LESSEE: Alternative Distribution Systems Inc.**

By: 
Its: Bradley C. Gunstad
Vice President & General Counsel

By: 
Its: Jim Robertson
Vice President & General Manager

By: 
Its: CFO

By: _____
Its: _____

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SURFACE TRANSPORTATION BOARD

STATE OF Illinois, COUNTY OF Cook TO WIT:

On this 11th day of ~~August~~ ^{Sept.}, 2000 before me personally appeared Stephen H. Vogt, and _____, to me personally known, who being by me duly sworn, says that they are the CFO and _____, respectively of **Alternative Distribution Systems Inc.**, a Delaware Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Notary Public Rosemarie Von Borstel
My commission expires: 04-04-02

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this _____ day of _____, 2000 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and Vice President & General Counsel, respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

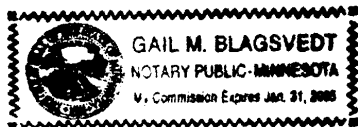
(Seal)

Notary Public _____
My commission expires: _____

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 12th day of September, 2000 before me personally appeared, Jim Robertson and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, General Manager and Vice President & General Counsel, respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Notary Public Gail M. Blagsvedt

My commission expires: 1-31-2005